

# INSTRUCTIONS TO FORM LLC-1077 – GUIDE FOR ARTICLES OF DOMESTICATION

(Foreign limited liability company intending to become a Virginia limited liability company)

<b>Filing Requirements</b>									
Pay all annual registration fees and penalties before submitting the articles to the Commission.									
<b>Required Fees</b>	<b>Filing Fee: \$100.00</b>								
<b>File Online Today</b>	<b>Paper Filing</b>								
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to submit for filing the articles of domestication in real time.	Download from <a href="https://scc.virginia.gov/pages/Foreign-Limited-Liability-Companies">https://scc.virginia.gov/pages/Foreign-Limited-Liability-Companies</a> complete, print, and mail or deliver to:								
<b>Questions?</b> Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%;"><b>State Corporation Commission</b></td> <td style="width: 50%;"><b>Courier Delivery Address</b></td> </tr> <tr> <td>Clerk's Office</td> <td>1300 E. Main St, 1<sup>st</sup> floor</td> </tr> <tr> <td>P.O. Box 1197</td> <td>Richmond, VA 23219</td> </tr> <tr> <td>Richmond, VA 23218-1197</td> <td></td> </tr> </table>	<b>State Corporation Commission</b>	<b>Courier Delivery Address</b>	Clerk's Office	1300 E. Main St, 1 <sup>st</sup> floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
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Richmond, VA 23218-1197									
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. <b>DO NOT SEND CASH.</b>								

## Specific Instructions:

### Article I Name:

The limited liability company's name must contain one of the following designations:

- Limited Company
- Limited Liability Company
- L.C.
- LC
- L.L.C.
- LLC

The proposed name must be distinguishable from other entity names on record with the Commission. To check the availability of a proposed name, visit <https://cis.scc.virginia.gov>, or contact the Clerk's Office.

### Signature(s) of Organizers

If the person signing the articles has been delegated the right and power to manage the business and affairs of the limited

liability company, but the person's title is not "manager" or "member," the articles must set forth that the person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company. The delegation of this authority, without this statement, will not be inferred when the articles are signed by a person with an officer title, such as "president."

The person signing the articles must print his or her name and the capacity in which he or she is signing (e.g., manager or member) beneath or opposite his or her signature. (Note: The title "owner" is not acceptable.)

Important: A person signing on behalf of a manager or member that is a business entity must set forth the business entity's name, the business entity's title as to the limited liability company (e.g., manager or member), the person's printed name, and the capacity in which he or she is signing on behalf of the business entity. See § 13.1-1003 of the Code of Virginia.

The **amended and restated articles of organization** that will be in effect upon consummation of the domestication must comply with the requirements of Chapter 12 of Title 13.1 of the Code of Virginia and must be attached to the articles of domestication. Form LLC-1011, which contains the minimum provisions required by Virginia law to be set forth in the articles of organization of a Virginia limited liability company, may be downloaded from our website at [www.scc.virginia.gov/pages/Virginia-Limited-Liability-Companies](http://www.scc.virginia.gov/pages/Virginia-Limited-Liability-Companies)

A foreign limited liability company's existence as a Virginia limited liability company shall begin when the certificate of domestication is effective. See § 13.1-1077 of the Code of Virginia. The terms and conditions of the plan of domestication may not alter the ownership proportion and relative rights, preferences, and limitations of the interests of the limited liability company. See § 13.1-1075 of the Code of Virginia.

If a foreign limited liability company is authorized to transact business in Virginia at the time of the filing of the articles of domestication, its certificate of registration shall be canceled automatically on the effective time and date of the certificate of domestication issued by the Commission. See § 13.1-1077 of the Code of Virginia.

## Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- |                         |   |  |
|-------------------------|---|--|
| • use solid white paper | • one-sided                                 | • minimum 1.25" top margin and 0.75" all other sides |
| • size 8 1/2" x 11"     | • no visible watermarks or background logos |  |

**Do not include personally identifiable information**, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).



**Guide for Articles of Domestication**  
**(Foreign limited liability company intending to become a**  
**Virginia limited liability company)**

The Commission produced this guide to help you prepare the limited liability company's articles of domestication. You *must* prepare your articles as a separate document, using this form as a guide only, inserting appropriate information and omitting all inapplicable text (like the header, seal of the Commission, and the italicized portions).

**NOTE:** A marked-up version of this guide **will not** be accepted.

ARTICLES OF DOMESTICATION OF  
*(foreign limited liability company's name)*

The undersigned, on behalf of the foreign limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 14 of the Code of Virginia, states as follows:

1. The name of the foreign limited liability company immediately before the filing of these articles of domestication is *(foreign limited liability company's name)*. Upon the filing of these articles, the name of the limited liability company shall be *(Virginia limited liability company's name)*.
2. The limited liability company was originally formed, organized, or incorporated under the laws of *(state or other jurisdiction)* on *(date)* as a *(entity type)* with the name *(original name)*. *(If the limited liability company subsequently changed its entity type or jurisdiction of formation, organization, or incorporation, set forth the effective date of the change and the limited liability company's name, entity type, and jurisdiction of formation, organization, or incorporation upon consummation of each change.)*
3. The plan of domestication, pursuant to § 13.1-1075 of the Code of Virginia, is set forth as follows:
  - A. The limited liability company is presently domesticated under the laws of *(state or other jurisdiction of organization)*, and the jurisdiction in which the limited liability company is to be domesticated is the Commonwealth of Virginia.
  - B. The full text of the amended and restated articles of organization of the limited liability company that will be in effect upon consummation of the domestication is attached hereto.
  - C. *(Set forth the additional terms and conditions of the domestication, including any additional provisions that are related to the domestication.)*
4. The domestication is permitted by the laws of the jurisdiction in which the limited liability company is organized immediately before the filing of these articles, and the limited liability company has complied with those laws in effecting the domestication.

Executed in the name of the limited liability company by:

_____	_____
<i>(signature)</i>	<i>(date)</i>
_____	_____
<i>(printed name)</i>	<i>(title (e.g., manager or member))</i>
_____	_____
<i>(limited liability company's SCC ID no., if assigned)</i>	<i>(telephone number (optional))</i>

*(Include the following statement, if needed. See Instructions.)*

The person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company.

*(The articles must be signed (i) by a manager, (ii) by a person (with a different title) who has been delegated the right and power to manage the business and affairs of the company (which requires the inclusion of the statement above this paragraph), (iii) if no managers or such other persons have been selected, by any member, or (iv) by a person who is authorized to sign an amendment to the articles of organization or other constituent documents delivered for filing to the Secretary of State or other official having custody of limited liability company records in the state or other jurisdiction under whose law the limited liability company is formed before the filing of the articles of domestication. See § 13.1-1003 of the Code of Virginia.)*